

Exhibit D

Multifamily Securities Program Issuance Term Sheet

This Multifamily Securities Program Issuance Term Sheet (the “Term Sheet”) summarizes key provisions of the Multifamily Securities Program Manual (the “Manual”) for the City and County of San Francisco (the “City”). The Manual describes the policies and procedures applicable to the Multifamily Securities Program (the “Program”) operated by the Mayor’s Office of Housing and Community Development (“MOHCD”) on behalf of the City. In the case of discrepancies between this Term Sheet and the Manual, the Manual will prevail. Unless otherwise indicated, all section references herein refer to sections in the Manual. Any capitalized terms not defined herein have the meanings given in the Manual.

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General Information	Effective Date	The terms contained herein (the “Terms”) are effective October 1, 2018.	Error! Reference source not found.
	Scope of the Program	MOHCD generally requires all Borrowers seeking tax-exempt debt for the purpose of financing multifamily housing Projects in San Francisco to issue that debt through the Program.	Error! Reference source not found.
	Issuance Timing	The issuance process can take 6 to 8 months from submission of the City Application to Closing. Consequently, Borrowers should begin planning for this process well in advance of their intended Closing Date and should contact MOHCD as early in the planning stage as possible.	Error! Reference source not found.; Error! Reference source not found.; Error! Reference source not found.
	City Application	Prior to TEFRA Approval, Borrowers must complete a City Application, which includes: (1) an Application for Financing Form, (2) a Project Description Template, (3) a MOHCD Pro Forma workbook, (4) a <u>Deposit and Indemnification Agreement</u> , (5) an organizational chart for the Project, (6) a narrative description of Project Sponsor experience, (7) a draft Distribution List, and (8) a <u>check for the City Deposit</u> (if applicable).	Error! Reference source not found.
Financing	Security for Debt	Debt issues under the Program (“Program Issues”) are typically structured as either Bonds (publicly issued or privately placed) or Direct Loans. While Bond issues are evidenced by Bonds, Direct Loan issues are evidenced by Notes (both “Securities”). All Program Issues must be conduit debt with no	Error! Reference source

		recourse to City funds, property, or assets. With limited exceptions, MOHCD does not allow cross-collateralization between a single Program Issue and another debt issue.	not found.
	Interest Rates	Program Issues may accrue interest at fixed or variable rates. They may be structured as “multi-modal” Securities with the ability to switch between interest rate modes (e.g., fixed, term, daily, weekly, monthly, commercial paper). In any case, at a maximum, the interest rate on a Program Issue must be the lesser of 12% per annum or any percentage limitation imposed by law. Any Hedges must carry a Required Minimum Credit Rating (See below).	Error! Reference source not found.
	Required Minimum Credit Ratings	Publicly issued Bonds (“Public Issues”) must be assigned the following Required Minimum Credit Ratings (as applicable), from either S&P Global Ratings or Moody’s Investors Service: “A” and/or “A-1” (S&P); “A” and/or “P-1”/“MIG-1”/“VMIG-1” (Moody’s). Any outlook on such rating must be either “Stable” or “Positive.” Privately placed Bonds are subject to these rating requirements unless their investors meet certain standards described in the Manual. While Direct Loans are not subject to these requirements, Lenders must be well-capitalized banks or commercial lending institutions that agree to limit transfers of Notes to similar institutions.	Error! Reference source not found.; Error! Reference source not found.
	Credit/Liquidity Enhancement	MOHCD strongly prefers that Public Issues carry outside credit and/or liquidity enhancement, as applicable. A Public Issue may be structured without Credit Enhancement, so long as it (1) carries a Required Minimum Credit Rating and (2) is sold to institutional investors in minimum \$250,000 denominations. However, all variable-rate Public Issues with a put option must carry Liquidity Enhancement with a Required Minimum Credit Rating.	Error! Reference source not found.
	Drawdown Structures	Drawdown Structures are permitted, but MOHCD may require the execution of a Drawdown Agreement at or prior to Closing.	Error! Reference source not found.

Regulatory and Other Requirements	City Median Income	The income limits for all Restricted Units must be set at the “Maximum Income by Household Size” derived by MOHCD and published annually, based on the <u>unadjusted area median income for the Area</u> , as determined annually by HUD in a manner consistent with determinations of area median gross income under Section 8 of the Housing Act and Section 3009a of the Housing and Economic Recovery Act of 2008.	Error! Reference source not found.
	Long-Term Affordability	MOHCD requires long-term affordability for Program Issues. Subject to limitations related to True Debt Test, this generally means that a Project’s Affordability Restrictions expire on “the date that is the later of (i) seventy-five (75) years from the Closing Date or (ii) the Life of the Project” (where “Life of the Project” means “the period of time from completion of the Project and initial occupancy and thereafter for so long as the Project continues to operate as a multi-family residential project”).	Error! Reference source not found.

	Mandatory Contracting Provisions	All Program Issues are subject to the City's Mandatory Contracting Provisions which include, without limitation, requirements and policies regarding nondiscrimination, equal benefits, minimum compensation, health care accountability, prevailing wage, local disadvantaged business enterprise subcontracting and jobs programs (such the City's First Source Hiring or City Build programs), as applicable.	Error! Reference source not found.; Error! Reference source not found.
	Lottery and Lease-Up Provisions	MOHCD has adopted the "Operational Rules for San Francisco Housing Lotteries and Rental Lease-Up Activities." This document is attached to, and incorporated by reference in, each Issue's Regulatory Agreement.	Error! Reference source not found.; Error! Reference source not found.
	Non-Profit Entity Requirement	The Borrower entity (e.g., LLC or LP) for all Projects must include a non-profit entity (typically as a managing member or general partner) with a significant presence and a positive track record of affordable housing development and management in San Francisco.	Error! Reference source not found.
	Existing-Tenant Protections	As a condition of TEFRA Approval, Borrowers should agree to (1) protect existing residential tenants from eviction due to the financing based solely on their failure to meet a financing-related income standard at the time of the Issuance or during the Qualified Project Period and (2) limit annual rent increases for existing residential tenants to the percentage change in City Median Income for such year. Borrowers must provide existing residential <u>and commercial</u> tenants with additional TEFRA-related notice as described in the Manual.	Error! Reference source not found.; Error! Reference source not found.; Error! Reference source not found.
Costs of	City Deposit	At the time of the City Application, the Borrower must pay a non-refundable deposit of \$10,000 to cover certain costs the City must incur. The amount of this deposit may be raised following submission of the CDLAC Application as further described in the Manual. If the financing closes, MOHCD will	Error! Reference source not found.

		deduct the amount of this deposit from the City's Initial Issuance Fee. MOHCD may waive the required deposit for City/OCII-Funded Projects.	
	TEFRA Costs	The Borrower is responsible for the costs of complying with TEFRA, including the cost of publishing the TEFRA Notice and the cost of translating, printing, and posting Tenant TEFRA Notices.	Error! Reference source not found.
	CDLAC/ CDIAC Costs	In connection with every Program Issue, the Borrower is responsible for paying the following costs associated with the state's administration of public debt issues and the Volume Cap associated with the Project: (1) a Performance Deposit in an amount required from time to time by CDLAC, currently equal to 0.50% (50 basis points) of the requested Allocation amount, not to exceed \$100,000; (2) a CDLAC Filing Fee in an amount equal to 0.035% (3.5 basis points) of the actual Allocation amount; and (3) a CDIAC Issuance Fee in an amount equal to 0.025% (1.5 basis points) of the TES Issuance Amount, not to exceed \$5,000. The timing and submission procedures associated with these costs are described in detail in the Manual.	Error! Reference source not found.

Costs of Issuance (Continued)	Municipal Advisor Costs	The Borrower is responsible for the fees and expenses associated with services provided by the City's Municipal Advisor, which typically range from \$30,000 to \$60,000, depending on transaction size and complexity, and must be paid in full through escrow at Settlement. At the time of Municipal Advisor selection, the Municipal Advisor may require the Borrower to deposit with the Municipal Advisor a non-refundable retainer in the amount of \$6,500. If the financing closes, the Municipal Advisor will deduct the amount of this retainer from its invoice submitted at Settlement.	Error! Reference source not found.
	Bond Counsel Costs	The Borrower is responsible for the fees and expenses associated with services provided by the City's two Bond Counsel firms, which typically range from \$30,000 to \$80,000 per firm, but may be significantly higher for large or complex transactions; following selection, Bond Counsel will provide Borrowers with general cost estimates upon request. These costs must be paid in full through escrow at Settlement. If the financing closes, Bond Counsel firms will deduct the amount of this retainer from their respective invoices submitted at Settlement.	Error! Reference source not found.
	City Attorney/Issuer Counsel Costs	For every Program Issue, the City Attorney's Office bills MOHCD for staff time and resources associated with its legal work as Issuer Counsel and (where applicable) Lender Counsel ("CAO Expenses"). The Borrower is responsible for CAO Expenses, which typically range from \$20,000 to \$50,000, depending on transaction size and complexity and the presence of MOHCD or OCII gap funds. CAO Expenses must be paid to MOHCD in full through escrow at Settlement. In the absence of a separate invoice from the City Attorney's Office in advance of Settlement, MOHCD will include in the City Closing Invoice a separate	Error! Reference source not found.

		line item in the amount of \$20,000 to offset any CAO Expenses later billed to MOHCD.	
	Initial Issuance Fee	<p>For projects that do not have a MOHCD subsidy loan, MOHCD receives compensation for its services in preparing Program Issues by charging an up-front fee equal to 0.25% (25 basis points) of the Issuance Amount (the “Initial Issuance Fee”). The Initial Issuance Fee must be paid in full through escrow at Settlement.</p> <p>For projects that do have a MOHCD subsidy loan, there is no Initial Issuance Fee.</p>	Error! Reference source not found.
	Annual Monitoring Fee	<p>MOHCD also charges an annual fee to monitor a Project’s compliance with federal, state, and local affordability restrictions and other regulatory requirements (the “Annual Monitoring Fee”).</p> <p>For projects that do not have a MOHCD subsidy loan the Annual Monitoring Fee During Construction, which covers the first year of annual monitoring, is the greater of 0.125% (12.5 basis points) of the Issuance Amount or the Minimum Annual Monitoring Fee, which is \$2,500. This amount must be paid in full through escrow at Settlement. Thereafter, the Annual Monitoring Fee for the coming year, which is due on the anniversary of the Issuance Date for the duration of the Qualified Project Period, is the greater of 0.125% (12.5 basis points) of the highest Outstanding Par Amount in the previous 12 months or the Minimum Annual Monitoring Fee.</p> <p>For projects that do have a MOHCD subsidy loan the Annual Monitoring Fee is due on the anniversary of the Issuance Date for the duration of the Qualified Project Period and is 0.125% (12.5 basis points) of the average Outstanding Par Amount in the previous 12 months. First year fees may be adjusted slightly depending on input from bond counsel and rebate analyst.</p>	Error! Reference source not found.
	Indemnification	In exchange for participation in the Program, the Borrower must indemnify and reimburse the City for all expenses the City incurs in connection with the issuance and monitoring of Program Issues. The terms and conditions associated with the Borrower’s indemnification and reimbursement obligations to the City are described in the Deposit and Indemnification Agreement negotiated and executed in connection with the City Application.	Error! Reference source not found.

